

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Talking Drum Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
TALKING DRUM FOUNDATION, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not For Profit Corporation Act (the "**Act**"), as follows:

**ARTICLE I.
NAME**

The name of the Corporation is **Talking Drum Foundation, Inc.**

**ARTICLE II.
TERM OF EXISTENCE**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**ARTICLE III.
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is c/o WTMP Radio Station, 5207 Washington Boulevard, Tampa, Florida 33619.

**ARTICLE IV.
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "**Code**").

**ARTICLE V.
LIMITATION ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in THESE Article of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

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**ARTICLE VI.
DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 503(c)(3) of the Code, or shall be distributed to the federal government, or to the State of Florida, or to a local government, for a public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

**ARTICLE VII.
DIRECTORS**

The Corporation will have 3 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

NAME	ADDRESS
Dr. Valerie Rawls Cherry	c/o WTMP Radio Station 5207 Washington Boulevard Tampa, Florida 33619
Linda Fructuoso	555 Radio Lane Jacksonville, Florida 32205
Jettie B. Wilds	c/o WTMP Radio Station 5207 Washington Boulevard Tampa, Florida 33619

**ARTICLE VIII.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation c/o WTMP Radio Station, 5207 Washington Boulevard, Tampa, Florida 33619 and the name of its initial registered agent at such address is Dr. Valerie Rawls Cherry.

**ARTICLE IX.
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are:

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Name

Dr. Valerie Rawls Cherry

Addressc/o WTMP Radio Station
5207 Washington Boulevard
Tampa, Florida 33619**ARTICLE X.
BYLAWS**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**ARTICLE XI.
INDEMNIFICATION**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XII.
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on September 23, 2002.



DR. VALERIE RAWLS CHERRY
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 23, 2002.



DR. VALERIE RAWLS CHERRY

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